

GLU MOBILE INC  
Form SC 13D/A  
August 31, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3 )\***

Glu Mobile, Inc.  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
379890106  
(CUSIP Number)  
Becker Drapkin Management, L.P.  
Attn: Steven R. Becker  
300 Crescent Court, Suite 1111  
Dallas, Texas 75201  
(214) 756-6016

with a copy to:

Taylor H. Wilson  
Haynes and Boone, LLP  
2323 Victory Avenue, Suite 700  
Dallas, Texas 75219  
(214) 651-5615  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)  
August 27, 2010  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1

Becker Drapkin Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

SOLE VOTING POWER

7

NUMBER OF

0

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

7,138,198 (1)

EACH  
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

7,138,198 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,138,198 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

15.6% (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IA, PN

(1) Includes 1,335,000 shares that Becker Drapkin Partners (QP), L.P. and 165,000 shares that Becker Drapkin Partners, L.P. have the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer. Becker Drapkin Management, L.P. is the general partner of, and may be deemed to indirectly beneficially own securities owned by, each of Becker Drapkin Partners (QP), L.P. and Becker Drapkin Partners, L.P.

(2) The percentage is calculated based upon 30,810,304 shares of common stock outstanding, as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Act, as disclosed in the issuer's most recent quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2010, plus 13,495,000 shares of common stock issued on August 27, 2010.

CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1

Becker Drapkin Partners (QP), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

SOLE VOTING POWER

7

NUMBER OF 6,352,997 (1)

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 6,352,997 (1)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,352,997 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

13.9% (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Includes 1,335,000 shares of common stock that Becker Drapkin Partners (QP), L.P. has the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer.

(2) The percentage is calculated based upon 30,810,304 shares of common stock outstanding, as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Act, as set forth in the issuer's most recent quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2010, plus 13,495,000 shares of common stock issued on August 27, 2010.

CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1

Becker Drapkin Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

SOLE VOTING POWER

7

NUMBER OF 785,201 (1)

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER

0

EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON 785,201 (1)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

785,201 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.8% (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) Includes 165,000 shares of common stock that Becker Drapkin Partners, L.P. has the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer.

(2) The percentage is calculated based upon 30,810,304 shares of common stock of the issuer, as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Act, as set forth in the issuer's most recent quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2010, plus 13,495,000 shares of common stock issued on August 27, 2010.



CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1

BC Advisors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY 8

OWNED BY 7,138,198 (1)

SOLE DISPOSITIVE POWER

EACH  
REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

7,138,198 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,138,198 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

15.6% (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IA, OO

(1) Includes 1,335,000 shares that Becker Drapkin Partners (QP), L.P. and 165,000 shares that Becker Drapkin Partners, L.P. have the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer. Becker Drapkin Management, L.P. is the general partner of, and may be deemed to indirectly beneficially own securities owned by, each of Becker Drapkin Partners (QP), L.P. and Becker Drapkin Partners, L.P.

(2) The percentage is calculated based upon 30,810,304 shares of common stock outstanding, as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Act, as set forth in the issuer's most recent quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2010, plus 13,495,000 shares of common stock issued on August 27, 2010.

CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1

Steven R. Becker

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 300,000 (1)

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

7,138,198 (2)

SOLE DISPOSITIVE POWER

9

PERSON 300,000 (1)

WITH SHARED DISPOSITIVE POWER

10

7,138,198 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,438,198 (1)(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

16.2% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

(1) Includes 100,000 shares of common stock that Mr. Becker has the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer.

(2) Includes 1,335,000 shares that Becker Drapkin Partners (QP), L.P. and 165,000 shares that Becker Drapkin Partners, L.P. have the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer.

(3) The percentage is calculated based upon 30,810,304 shares of common stock outstanding, as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Act, as set forth in the issuer's most recent quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2010, plus 13,495,000 shares of common stock issued on August 27, 2010.

CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1

Matthew A. Drapkin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 300,000 (1)

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

7,138,198 (2)

SOLE DISPOSITIVE POWER

9

PERSON 300,000 (1)

WITH SHARED DISPOSITIVE POWER

10

7,138,198 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,438,198 (1)(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

16.2% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

(1) Includes 100,000 shares of common stock that Mr. Drapkin has the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer.

(2) Includes 1,335,000 shares that Becker Drapkin Partners (QP), L.P. and 165,000 shares that Becker Drapkin Partners, L.P. have the right to acquire within 60 days pursuant to warrants to purchase shares of common stock of the issuer.

(3) The percentage is calculated based upon 30,810,304 shares of common stock outstanding, as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Act, as set forth in the issuer's most recent quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2010, plus 13,495,000 shares of common stock issued on August 27, 2010.

This Amendment No. 3 to Schedule 13D (this Amendment No. 3 ) is filed by and on behalf of each of the Reporting Persons to amend the Schedule 13D related to the Common Stock of the Issuer filed with the Commission on February 19, 2010, as amended and/or supplemented by Amendment No. 1 to the Schedule 13D filed on May 10, 2010 and Amendment No. 2 to the Schedule 13D filed on July 8, 2010 by the Reporting Persons with the Commission (as amended, the Schedule 13D ). This Amendment No. 3 is filed to disclose a change in the beneficial ownership of each Reporting Person relating to the acquisition of additional shares of Common Stock and warrants of the Issuer pursuant to the closing of a private placement transaction that was disclosed in the current report on Form 8-K filed by the Issuer with the Commission on August 30, 2010. Each capitalized term used and not defined herein shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

**Item 2. Identity and Background.**

Item 2(a) of the Schedule 13D is hereby amended and supplemented to add the following information for updating as of the date hereof:

On August 18, 2010, SRB Management changed its name to Becker Drapkin Management, L.P. ( BD Management ), Greenway Opportunity Fund QP changed its name to Becker Drapkin Partners (QP), L.P. ( Becker Drapkin QP ), and Greenway Opportunity Fund changed its name to Becker Drapkin Partners, L.P. ( Becker Drapkin, L.P. ). Becker Drapkin QP and Becker Drapkin, L.P. are referred to collectively as the Becker Drapkin Funds. SRB Management, Greenway Opportunity QP and Greenway Opportunity Fund are hereinafter referred to as BD Management, Becker Drapkin QP and Becker Drapkin, L.P., respectively.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a) of the Schedule 13D is amended and restated in its entirety as follows:

(a) Each Reporting Person declares that neither the filing of this Statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this Statement.

The aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person is stated in Items 11 and 13 on the cover page(s) hereto.

Item 5(b) is amended and restated in its entirety as follows:

(b) Number of shares as to which each Reporting Person has:

(i) sole power to vote or to direct the vote:

(ii) shared power to vote or to direct the vote:

See Item 8 on the cover page(s) hereto.

(iii) sole power to dispose or to direct the disposition of:

See Item 9 on the cover page(s) hereto.

(iv) shared power to dispose or to direct the disposition of:

See Item 10 on the cover page(s) hereto.

Becker Drapkin QP has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the shares owned by it (the Becker Drapkin QP Shares ). Becker Drapkin QP disclaims beneficial ownership of the Becker Drapkin, L.P. Shares.

Becker Drapkin, L.P. has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the shares owned by it (the Becker Drapkin, L.P. Shares, and together with the Becker Drapkin QP Shares, the Becker Drapkin Funds Shares ). Becker Drapkin, L.P. disclaims beneficial ownership of the Becker Drapkin QP Shares.

As general partner of the Becker Drapkin Funds, BD Management may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Becker Drapkin Funds Shares. BD Management does not own any shares of Common Stock directly and disclaims beneficial ownership of the Becker Drapkin Funds Shares.

As general partner of BD Management, BCA may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) any shares of Common Stock beneficially owned by BD Management. BCA does not own any shares of Common Stock directly and disclaims beneficial ownership of any shares of Common Stock beneficially owned by BD Management.

Mr. Becker has the sole power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the shares owned by him (the Becker Shares ). Mr. Becker disclaims beneficial ownership of any shares of Common Stock beneficially owned by Mr. Drapkin.

Mr. Drapkin has the sole power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the shares owned by him (the Drapkin Shares ). Mr. Drapkin disclaims beneficial ownership of any shares of Common Stock beneficially owned by Mr. Becker.

As co-managing members of BCA, each of Mr. Becker and Mr. Drapkin may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) any shares of Common Stock beneficially owned by BCA. Each of Messrs. Becker and Drapkin disclaims beneficial ownership of any shares of Common Stock beneficially owned by BCA.

Item 5(c) is amended and restated in its entirety as follows:

(c) Transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D, whichever is less, by the Reporting Persons are described below:

Transaction	Effecting	Shares	Shares	Price	Description
Date	Person(s)	Acquired	Disposed	Per Share	of Transaction
8/27/2010	Becker Drapkin, L.P.	330,000		\$ 1.00	Private Placement
8/27/2010	Becker Drapkin QP	2,670,000		\$ 1.00	Private Placement
8/27/2010	Mr. Becker	200,000		\$ 1.00	Private Placement
8/27/2010	Mr. Drapkin	200,000		\$ 1.00	Private Placement



**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

On August 27, 2010, pursuant to a Purchase Agreement (the "Purchase Agreement") with the Issuer and each of Becker Drapkin QP, Becker Drapkin, L.P., Mr. Becker and Mr. Drapkin and certain other investors, the Issuer sold and issued to such Reporting Persons in a private placement (the "Offering"), an aggregate of (a) 3,400,000 shares of Common Stock of the Issuer for a purchase price of \$1.00 per share of Common Stock, or \$3,400,000 in the aggregate and (b) 1,700,000 warrants entitling such Reporting Persons to purchase one share of Common Stock at an exercise price of \$1.50 per share (subject to adjustment). The warrants are immediately exercisable, have a five-year term and provide for weighted-average anti-dilution protection in addition to customary proportional adjustments for stock splits and other similar changes affecting the Common Stock of the Issuer. The Issuer obtained stockholder approval of the Offering at a special meeting of stockholders held on August 26, 2010 ("Special Meeting").

The foregoing is qualified in its entirety by reference to the Purchase Agreement attached hereto as Exhibit 99.3 and incorporated by reference herein and the Form of Warrant attached hereto as Exhibit 99.4 and incorporated by reference herein.

In connection with the Offering, on June 30, 2010, Becker Drapkin QP entered into Voting Agreements ("Voting Agreements") with certain of the Issuer's stockholders beneficially owning approximately 50.2% of the Issuer's outstanding Common Stock as of June 15, 2010, pursuant to which Becker Drapkin QP and such stockholders agreed to vote their respective shares in favor of the transactions contemplated in the Purchase Agreement.

The foregoing is qualified in its entirety by reference to the form of Voting Agreement attached hereto as Exhibit 99.5 and incorporated by reference herein.

On August 27, 2010, each of Becker Drapkin QP, Becker Drapkin, L.P., Mr. Becker and Mr. Drapkin entered into a Registration Rights Agreement ("Rights Agreement") with the Issuer and certain other investors, pursuant to which the Issuer agreed to prepare and file a registration statement covering the Common Stock issued pursuant to the Purchase Agreement and issuable upon the exercise of certain warrants with the Securities and Exchange Commission by September 26, 2010.

The foregoing is qualified in its entirety by reference to the form of Rights Agreement attached hereto as Exhibit 99.6 and incorporated by reference herein.

Pursuant to a stock option granted May 6, 2010 by the Issuer to Mr. Drapkin, Mr. Drapkin has the right to acquire 60,000 shares of Common Stock of the Issuer at an exercise price of \$1.23 per share. The stock option is immediately exercisable and vests over three years with 16-2/3% of the underlying shares vesting on November 6, 2010, and the remaining underlying shares vesting in equal monthly installments over the following 30 months. The stock option expires May 6, 2016.

Except for the matters described herein, no Reporting Person has any contract, arrangement, understanding or relationship with any person with respect to any securities of the Issuer.

**Item 7. Material to be Filed as Exhibits.**

The following exhibits are filed as exhibits hereto:

Exhibit	Description of Exhibit
24.1	Joint Filing Agreement (incorporated herein by reference from Exhibit 1 to the Schedule 13D relating to the Common Stock of the Issuer filed February 19, 2010 by the Reporting Persons with the Commission)
99.1	Stock Option Award Agreement (incorporated by reference from Exhibit 99.1 to Amendment No. 1 to the Schedule 13D relating to the Common Stock of the Issuer filed May 10, 2010 by the Reporting Persons with the Commission)
99.2	Notice of Grant of Stock Options and Option Agreement (incorporated by reference from Exhibit 99.2 to Amendment No. 1 to the Schedule 13D relating to the Common Stock of the Issuer filed May 10, 2010 by the Reporting Persons with the Commission)
99.3	Purchase Agreement (incorporated herein by reference from Exhibit 99.01 to the Form 8-K filed by the Issuer with the Commission on July 6, 2010)
99.4	Form of Warrant (incorporated herein by reference from Exhibit 4.01 to the Form 8-K filed by the Issuer with the Commission on July 6, 2010)
99.5	Form of Voting Agreement (incorporated herein by reference from Exhibit 99.02 to the Form 8-K filed by the Issuer with the Commission on July 6, 2010)
99.6	Form of Registration Rights Agreement (incorporated herein by reference from Exhibit 4.02 to the Form 8-K filed by the Issuer with the Commission on July 6, 2010)
99.7	Press Release of the Issuer dated July 6, 2010 (incorporated herein by reference from Exhibit 99.03 to the Form 8-K filed by the Issuer with the Commission on July 6, 2010)

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 31, 2010

**BECKER DRAPKIN PARTNERS (QP), L.P.**

By: Becker Drapkin Management, L.P., its general partner

By: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker  
Name: Steven R. Becker  
Title: Co-managing Member

**BECKER DRAPKIN PARTNERS, L.P.**

By: Becker Drapkin Management, L.P., its general partner

By: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker  
Name: Steven R. Becker  
Title: Co-managing Member

**BECKER DRAPKIN MANAGEMENT, L.P.**

By: BC Advisors, LLC, its general partner

By: /s/ Steven R. Becker  
Name: Steven R. Becker  
Title: Co-managing Member

**BC ADVISORS, LLC**

By: /s/ Steven R. Becker  
Name: Steven R. Becker  
Title: Co-managing Member

**STEVEN R. BECKER**

/s/ Steven R. Becker

**MATTHEW A. DRAPKIN**

/s/ Matthew A. Drapkin



**EXHIBIT INDEX**

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